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Preface

This handbook describes BellSouth's Co-location offerings and contains general guidelines for ordering, provisioning and maintenance of these offerings. By design, this document does not contain detailed descriptions of network interface qualities, network capabilities, local interconnection or product service offerings. This document does not represent a binding agreement in whole or in part between BellSouth and subscribers of BellSouth's Co-location services.

Based on the nature of your business, you will find a list of contacts included for your convenience in discussing the above items.

Introduction

BellSouth offers Virtual Expanded Interconnection from the FCC #1 tariff and from the Florida State Access E tariff. In addition, BellSouth will negotiate Physical Co-location on a first come, first serve basis, dependent on space availability

Service Description

Virtual Expanded Interconnection Service (VEIS)

VEIS provides for the placement of co-locator-owned facilities and equipment into BellSouth Central Offices and the interconnection of this equipment to BellSouth Switched and Special Access. With VEIS, the co-locator provides fiber optic cable up to a designated interconnection point outside the Central Office, such as a manhole. The co-locator will provide the entrance fiber between the interconnection point and the co-location arrangement. BellSouth will lease the entrance fiber as well as the equipment placed by the co-locator for the nominal fee of one dollar. The co-locator is responsible for monitoring their equipment. BellSouth will perform all maintenance and repair on co-locator equipment once notified by the co-locator that such work is necessary. For additional information regarding BellSouth's Virtual Expanded Interconnection Service, please reference section 20 of BellSouth's FCC #1 tariff or section 20 of BellSouth's Florida Dedicated Access Tariff.

Physical Co-location

By definition, Physical Co-location goes beyond the arrangement described above by allowing leased Central Office space for either (a) Expanded Interconnection, (EIS), for private entrance facilities and equipment owned by third parties interconnected to BellSouth's tariffed services, or (b) Service Interconnection, (SI), for equipment owned by third parties interconnected to BellSouth tariff services without private entrance facilities.

Unlike VEIS, the equipment placed as part of a Physical Co-location arrangement will be placed in separated floor space with common fire wall protection and will be fully owned, maintained, and repaired by the co-locator or their approved agent. The equipment complement may include transmission equipment, switching equipment, routers, PC's and modem pools. As with VEIS, all equipment placed as part of a co-location arrangement must meet NEBS standards. A steel gauge cage may be purchased from BellSouth to house the equipment arrangement at the request of the co-locator

Physical co-location offers a menu-style ordering provision so you may select only the items required for your individual arrangement(s). Some components are required for all arrangements and will be marked by an (R) next to the item in the section following.

Components

Application fee (R)

The application fee is required for all co-locators to cover the engineering and administrative expense associated with your application inquiry. This fee is a one time charge per request, per C.O. for each new VEIS / EIS / IS service request. No application fee is required for amendments or supplements to service requests in progress. A subsequent request by the same customer in the same C.O. would be treated as "new" if the initial VEIS / EIS / IS request had completed and was in service. The Application fee is payable in full before any engineering functions will be performed.

Floor Space (R)

This component covers the footprint in square footage for the equipment rack(s) in your arrangement when no cage is present, or will include the enclosure square footage when a cage is utilized. The charge also includes lighting, heat, air conditioning, ventilation and other allocated expenses associated with the central office building. This element does not include the amperage required to power the co-located equipment.

Power (R)

The amps required to power the co-located equipment will be charged per ampere based on equipment manufacturers specifications.

Cross-connect (R)

This element provides the one-for-one interconnection to BellSouth's tariffed Switched and Special Access service offerings (i.e. DS0, DS1 or DS3 services) or Unbundled service elements (voice grade 2-wire or 4-wire unbundled loop, port). It is a flat rate, non-distance sensitive charge and will be applied on a per circuit order basis.

Cable Installation

The cable installation charge applies only to co-locators who wish to provide private entrance facilities to their co-located equipment. This is a one time (non-recurring) charge per cable, per installation to punch through to the manhole, pull fiber cable length from the serving manhole to the Central Office cable vault, perform splicing to co-locator provided fire retardant riser, and pull cable length through cable support structure to the co-location arrangement location.

Cable Support Structure

The component covers the use and maintenance of the Central Office duct, riser and overhead racking structure when the co-locator has elected to provide private entrance to their equipment. This is a nominal monthly recurring charge.

Components (cont.)

Space Preparation fee

This one time fee per arrangement, per location covers preliminary survey, design, engineering and preparation for space for physical co-location arrangements. This charge may vary dependent on the location and the type of arrangement requested. The Space preparation charge is payable in full before construction or installation begins.

Space construction fee

This element applies to physical co-location arrangements only and will vary based on the type of arrangement requested. The fee covers the materials and installation of optional steel gauge caging, floor treatment, space security installation and other incremental materials cost charged on a per square foot basis.

POT bay

BellSouth requires the use of a Point of Termination Bay (POT bay) for demarcation with physical co-location. The co-locator may elect to provide their own POT bay, or may purchase the functionality from BellSouth on a per cross-connect basis for an additional incremental charge.

Security Escort (R)

A security escort will be required for all equipment inspections under VEIS and for maintenance, repair or provisioning visits by a co-locator or their agent under physical co-location for some central offices based on office configuration. The charge is based on half hour increments.

General Terms and Conditions

Application for service

The application for co-location is a two-phased process consisting of the Application Inquiry and the Firm Order. Both phases use BellSouth's form BSTEI. Consequently, prior to negotiations for equipment placement, the BSTEI inquiry document must be submitted for review and planning by the Central Office equipment engineers, space planners and facility planners. Based on the feedback from these sources, BellSouth will respond to the application in writing.

Following the co-locator's review of BellSouth's response, a Firm Order must be submitted for each location for which the co-locator wishes to proceed. Provided no specification changes are required by co-locator, the Firm Order may be submitted on the same BSTEI used during the Inquiry phase. A detailed equipment drawing must accompany your Firm Order Request.

Assignment of space

BellSouth will assign space for co-location based on space availability and on a first come, first serve basis. For physical co-location, a customer may opt for a cage enclosure which will be offered in 100 square foot increments based on space availability within the area designated for physical co-location.

A co-locator requesting more than one 100 square foot cage module will be offered contiguous space where available. Where contiguous space is unavailable, the co-locator may elect the construction of two separate enclosures and may interconnect its arrangements one to another. BellSouth will not allow the interconnection of one co-locator's equipment to another co-locator's equipment except where required by regulatory policy.

If BellSouth determines there is insufficient space within a central office to accommodate physical co-location, BellSouth will provide Virtual Expanded Interconnection in accordance with existing regulatory requirements.

Insurance

BellSouth will require \$25 million in comprehensive general liability insurance and workers compensation coverage/employers liability coverage with limits not less than \$100,000 each accident, \$100,000 each employee by disease, \$500,000 policy limit by disease. BellSouth will review requests for self insurance on a case by case basis. BellSouth may not consent to an interconnector's assumption of the entire \$25 million of liability in lieu of general coverage.

Insurance coverage must be in effect on or before the date of occupancy (equipment delivery) and must remain in effect until departure of all co-locator personnel and property from the central office.

General Terms and Conditions (cont.)

Pricing structure

BellSouth will establish a pricing plan which meets the specifications of the 1996 Legislative Act. The plan will offer zone based pricing for recurring charges (i.e. floor space, power, etc) and location based pricing for most non recurring charges (i.e. space preparation, space construction)

Equipment installation

The co-locator must select an equipment installation vendor who has achieved BellSouth Certified Vendor status to perform all engineering and installation work associated with the equipment co-location arrangement. This ensures BellSouth's standards for safety and quality will be met. A list of certified vendors is contained in the Appendix of this document.

The Certified Vendor is responsible for installing the co-location equipment and components, performing operational tests after the equipment installation is completed, and notifying the local BellSouth Equipment Engineer and the Co-locator upon successful completion of the installation and acceptance testing. Arrangements must be made such that the Co-locator is billed directly by the Certified Vendor for activities associated with the arrangement installation.

A co-locator is responsible for the placement and monitoring of their own remote environmental and equipment alarms. BellSouth will place environmental alarms in co-location areas for its own use and protection. Upon request, BellSouth will provide remote monitoring circuits at the tariff rate for the service requested.

BellSouth will not allow the interconnection of one co-locator's equipment arrangement to another co-locator's equipment arrangement except where required by regulatory policy

Inspections

BellSouth will conduct an inspection of the co-locator's equipment and facilities between the time of the initial turn-over of the space and the activation of cross-connect elements. Subsequent inspections may occur with equipment additions or on a predetermined interval basis. For such inspections, BellSouth will provide a minimum of 48 hours advance notification.

The right for BellSouth to conduct inspections without prior notification is essential to BellSouth's ability to enforce the terms and conditions of the tariff or agreement, insure the compliance with local regulations and insure the compliance with environmental and safety standards. Co-locator personnel have the right to be present for inspections.

A co-locator may inspect their virtual co-location arrangement upon completion of the arrangement installation free of charge. Any additional inspections must be coordinated with BellSouth and will require a security escort fee.

General Terms and Conditions (cont.)

Ordering Interconnected service

A co-locator may interconnect to special and switched access services from BellSouth's FCC #1 at the DS3, DS1 and equivalent DS0 level. Interconnection is also available to Unbundled loops and ports from the State Access E tariff / State Dedicated Services E tariff. Please ask your BellSouth contact for state specific information.

Services to be interconnected to a co-location arrangement must be submitted on Access Service Request (ASR) forms using industry standards and code sets for accurate and complete requests. For information regarding the ASR ordering process and field definitions, please reference the Access Ordering Guide, BellCore's Special Reports SR STS-471001 and 4710004.

Assignment of facilities

When a customer orders a service which interfaces at an end customer location at the same level as the cross-connect purchased, BellSouth will assign facilities within its network and provide the interconnection information on the Design Layout Record (DLR). When a customer orders cross-connects at a higher interface level than the service purchased for the end customer, the ordering customer must provide BellSouth with the circuit facility assignment.

Access to BellSouth Central Offices

Only BellSouth employees, BellSouth certified vendors, Co-locator employees and their authorized agents are permitted in BellSouth Central office buildings. All co-locators are required to provide their employees and authorized agents a picture identification which must be visible at all times while inside a BellSouth facility. Manned offices will afford 24 x 7 access without prior arrangements. Unmanned offices may require prior arrangement for the dispatch of a BellSouth employee or security escort for entrance.

Conversion of Virtual to Physical Co-location

Co-locators who have existing VEIS arrangements may convert these arrangements to physical co-location provided the terms and conditions for physical co-location are met. The co-locator will be responsible for the payment of BellSouth fees associated with physical co-location as well as vendor costs for relocation of equipment.

Negotiation Contacts

For ALEC initial contact:

<u>Contact Name</u>		<u>Telephone</u>
Bob Scheye	(overall fact finding)	404 420-8327
Jerry Latham		205 977-2213

For all IXC, CAP, and subsequent ALEC contacts:

<u>Contact Name</u>	<u>Telephone</u>	<u>Pager Number</u>	<u>Fax Number</u>
Rich Dender	205 977-5966	1-800-729-1371	205 977-0037
Bill French	205 977-0535	1-800-729-1372	"
Rick Ratliff	205 977-7489	1-800-729-1383	"
Pinky Reichert	205 977-1755	1-800-729-1384	"
Nancy Nelson *	205 977-1136	1-800-729-1380	205 977-0037

*Co-location Coordination Center Manager

For: * BBS End User Customers * Enhanced Service Providers
* Third Party Agents * Other Solutions Providers

<u>Contact Name</u>	<u>Telephone</u>	<u>Fax Number</u>
Tony Saberre	205 985-6195	205 985-1900

BellSouth Physical Collocation
 BellSouth Certified Vendor List
 For Engineering and Installation of Co-location Arrangements

<u>Company Name</u>	<u>Contact Name</u>	<u>Telephone</u>
ADC Communications	Ken Reeves Doug Guidry	800 223-9773 318 684-2860
Alcatel	Ed Boatwright FL Alex Baber FL	404 270-8335 800 869-4869
E F & I Services Co	Reed Tillis	904 355-7930
Lucent Technologies, Inc	Jerry Jones KY Mike Harrington MS George Ferguson MS James McGarity GA Janet Hallford GA Charlotte office NC Charlotte office NC Other areas NC Adrian Dye SC Alabama office AL	502 429-1346 601 544-7530 601 949-8275 404 573-4120 404 573-6945 704 596-0092 704 598-0750 910 299-0326 803 926-5213 205 265-1291
Mintel	Richard Becht	800 875-6468 404 923-0304
North Supply / DA TEL FiberNet, Inc.	Terry Fowler Doug Sykes	800 755-0565 205 942-4411
Quality Telecommunications, Inc.	Jerry Miller	770 953-1410
Rapid Response Communications	Ted Pellaux	615 546-2886
Six "R" Communications, Inc. (NC and SC only)	Ken Koontz Dick Phillips	704 535-7607 704 289-5522
Tele-Tech Company	Karl Bush KY Bob Burch	606 275-7505 606 275-7502
WE Tech, Inc	Wes Evans	305 587-6996

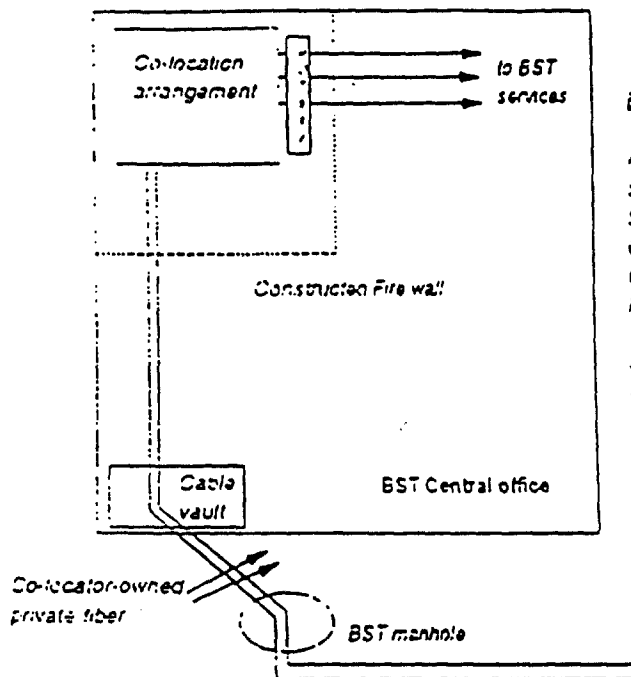
**Central Office Exemptions
(through September 1994)***

<u>State</u>	<u>City</u>	<u>Central Office</u>	<u>CLLI</u>
Alabama	Birmingham	Five Points South Main and Toll Riverchase	BRHMALES BRHMALMT BRHMALRC
	Huntsville	Redstone Arsenal	HNVLALMA
Florida	Chipley	Jackson	CHPLFLJA
	Gainesville	Main	GSVLFLMA
	Jacksonville	Mandarin Avenues	MNDRFLAV
		San Jose	JCVLFLSJ
		South Point (JT Butler)	JCVLFLJT
	Jupiter	Main	JPTRFLMA
	Lake Mary	Main (Heathrow)	LKMRFLMA
	Lynn Haven	Ohio Avenue	LYHNFLOH
	North Dade	Golden Glades	NDADFLGG
	Pensacola	Ferry Pass	PNSCFLFP
	West Palm Beach	Gardens	WPBHFLGR
		Royal Palm	WPBHFLRP
Georgia	Austell	Main	ASTLGAMA
	Tucker	Main	TUKRGAMA
Kentucky	Louisville	Armory Place	LSVLKYAP
		Bardstown Toad	LSVLKYBR
		Westport Road	LSVLKYWE
North Carolina	Paducah	Main	PDCHKYMA
	Charlotte	Reid Road Research Drive (Univ.)	CHRLNCRE CHRLNCUN
	Greensboro	Airport	GNBONCAP
	Pembroke	Central	PMBRNCCE
South Carolina	Columbia	Senate Street	CLMASCSN
	Greenville	Woodruff Road	GNVLSCLR
Tennessee	Memphis	Main	MMPHTNMA
		Midtown	MMPHTNMT
		Southside	MMPHTNST

* BellSouth ceased qualifying C O ' s September 1994 due to elimination of physical offering .

Physical Co-location: Expanded Interconnection

With Expanded Interconnection, the co-locator is "expanding" their private network to interconnect with BellSouth's network. Therefore, private fiber is placed to the central office and pulled through to the co-location arrangement. The co-locator places their equipment in leased floor space and purchases cross-connects to BellSouth's transport services.

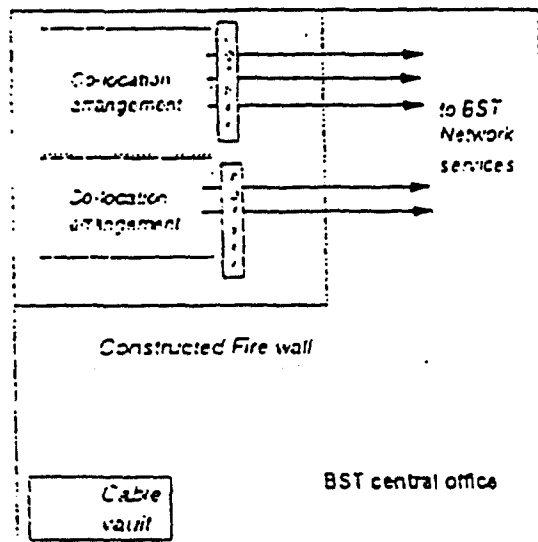


<u>Elements</u>	<u>Type of charge</u>
Application fee	NRC
Space preparation fee	NRC
Space construction fee *	NRC
Cable installation fee	NRC
Cable support structure	RC
Floor space / per square foot includes environmental	RC
Floor space - power / per ampere	RC
Cross-connects	RC
Security escort / per 1/2 hour	(as required)

* Applies to: optional cage construction only

Physical co-location: Service interconnection arrangement

With a Service Interconnection arrangement, the co-locator places their equipment in leased floor space and purchases cross-connects to BellSouth's Transport services. For this arrangement, BellSouth will request a minimum 24 month contract for both the floor space and transport services, as well as a minimum number of interconnected DS1 or DS3 services.



<u>Elements</u>	<u>Type of charge</u>
Application fee	NRC
Space preparation fee	NRC
Space construction fee *	NRC
Floor space / per square foot includes environmental's	RC
Floor space - power / per ampere	RC
Cross-connects	RC
Security escort / per 1/2 hour	(as required)

* Required only for optional cage construction

Rates for Physical Interconnection

Rate Element	Application/Description	Type of Charge	Rate
Application Fee	Applies per arrangement per location	Nonrecurring	\$2848.30
Space Preparation Fee	Applies for survey and design of space, covers shared building modification costs	Nonrecurring	See Attached Schedule I
Space Construction Fee	Covers materials and construction of optional cage in 100 square foot increments	Nonrecurring	\$29,744.00 ¹ See Attached Schedule I for Additional Information
Cable Installation Fee	Applies per entrance cable	Nonrecurring	\$2750.00 per cable
Floor Space	Per square foot, for Zone A and Zone B offices respectively	Monthly Recurring	\$7.50/\$6.75 ²
Power	Per ampere based on manufacturer's specifications	Monthly Recurring	\$5.14 per ampere
Cable Support Structure	Applies per entrance cable	Monthly Recurring	\$13.35 per cable
POT Bay	Optional Point of Termination bay; rate is per DS1/DS3 cross connect, respectively	Monthly Recurring	\$1.20/\$5.00 ³
Cross-Connects	Per DS1 and DS3	Monthly Recurring ⁴	DS1 \$ 9.00 DS3 \$72.00 See Attached Schedule II for nonrecurring DS1 option
Security Escort	First and additional half hour increments, per rate in basic time (B), Overtime (O), and Premium time (P)	As Required	\$41.00/\$25.00 B \$48.00/\$30.00 O \$55.00/\$35.00 P

¹ Applies only to collocators who wish to purchase a steel-gauge cage enclosure.

² See attached list for Zone A offices as of May 1996. This list will be amended monthly and such amendments are incorporated herein by reference.

³ Applies when collocator does not supply their own POT bay.

⁴ See Virtual Collocation tariff for nonrecurring charges associated with these elements

Schedule I

Space Preparation Fees

Cost Range

Assumed Modifications

\$1800.00-\$2500.00

Secured floor space exists in C.O.
Fee covers architectural and engineering (A&E) drawings/certification, card reader installation, minor duct work and power plant extension 30'-40', card reader

\$3900.00-\$6300.00

A&E, 60'-80' firewall construction, cool water fan unit install, HVAC duct and power plant extension, card reader access

\$6300.-\$8500.00

A&E, 100' firewall construction, cool water fan unit, HVAC duct and power extension, card reader

ICB

HVAC or power plant upgrade

Fee ranges determined by comparative analysis with historical data. Actual prices may vary depending on vendor selection and materials cost at the time of installation.

Space Construction Fees

Steel gauge caging is an optional selection for collocation and is offered in 100 square foot increments. A space construction charge will apply for collocators who request caged enclosures. This charge covers the following items:

- Architectural engineering drawings for cage construction and placement
- 10' high chain link fencing with 3.5' x 7' gate
- Switched fluorescent light
- One 120v duplex outlet, circuit and breaker
- Environmental alarm
- Separate C.O. ground
- HVAC duct extension
- Cable support extension
- Floor finish
- Architect inspection fees
- BellSouth PPSM coordination

Fee Payment Options

BellSouth will offer two options for paying the Space Preparation and Space construction fees. The fees may be paid separately as described herein, or may be paid as a composite charge per square foot at a rate of \$330.00 per square foot for the first 100 square feet and \$242.00 per each additional square foot based on a 100 square foot minimum. Offices requiring major upgrade or replacement of either HVAC or power plant in order to support collocation installations in that office will be excluded from this per square foot fee offering. Major upgrade is defined as work requiring an expenditure greater than \$40,000.00 for either HVAC or power in a given office.

Schedule II

Optional Non-Recurring Charge for DS-1 Cross-Connect-Including Pot Bay

The following one time rates apply only to DS1 cross connects purchased in quantities of 25 or more on the same order.

	<u>Each DS1</u>
• If purchased between July 1, 1996 and June 30, 1997	\$325.00
• If purchased between July 1, 1997 and June 30, 1998	\$250.00
• If purchased between July 1, 1998 and June 30, 1999	\$175.00
• DS1 cross connects purchased prior to July 1, 1996 can be converted to a one time charge for the life of the contract	\$225.00

These rates apply during the period of this Agreement from July 1, 1996 through June 30, 1999. Rates beyond June 30, 1999 for installed cross connects and new installations will be renegotiated. However, DS1 cross connects purchased under this Agreement can be converted to a monthly recurring charge during the period beyond this Agreement. The monthly recurring charges will not exceed a charge equal to the DS1 local channel rate in effect at the time of conversion times 7.5%. The parties agree that 7.5% represents the approximate percentage of a \$9.00 monthly cross connect charge divided by a DS1 local channel rate of \$120.00.

BellSouth Zone A Offices - as of May 1996

EX=Exempt from Physical

STATE	CITY	OFFICE	CLLI	STATUS
AL	Birmingham	Main & Toll	BRHFMALMA	EX
	Montgomery	Main & Toll	MTGMALMT	
	Mobile	Azalea	MOBLALAZ	
FL	Boca Raton	Boca Teeca	BCRTFLBT	
	Fort Lauderdale	Main Relief	FTLDFLMR	
		Cypress	FTLDFLCY	
		Plantation	FTLDFLPL	
	Jacksonville Beach	Main	JCBHFLMA	
	Jacksonville	Arlington	JCVLFLAR	
		Beachwood	JCVLFLBW	
		Clay Street	JCVLFLCL	
		Southpoint	JCVLFLJT	EX
		Normandy	JCVLFLNO	
		Riverside	JCVLFLRV	
		San Jose	JCVLFLSJ	EX
		San Marco	JCVLFLSM	
		Westconnett	JCVLFLWC	
		Mandarin Avenues	MNDRFLAV	EX
		Mandann Loretto	MNDRFLLO	
	Lake Mary	Lake Mary	LKMRFLMA	EX
	Miami	Grande	MIAMFLGR	
		Palmetto	MIAMFLPL	
		Alhambra	MIAMFLAE	
		Bayshore	MIAMFLBA	
		Metro	MIAMFLME	
	Melbourne	Main	MLBRFLMA	
	Orlando	Magnolia	ORLDLFLMA	
		Azalea Park	ORLDLFLAP	
		Sand Lake	ORLDLFLSL	
		Pinecastle	ORLDLFLPC	
		Pinehills	ORLDLFLPH	
	West Palm Beach	Annex (Main Annex)	WPBHFLAN	

GA	Athens	Athens	ATHNGAMA	
	Atlanta	Courtland St	ATLNGACS	
		Peachtree Pl	ATLNGAPP	
		Buckhead	ATLNGABU	
		East Point	ATLNGAEP	
		Toco Hills	ATLNGATH	
		Sandy Springs	ATLNGASS	
	Lilburn	Lilburn	LLBNGAMA	
	Smyrna	Power Ferry	SMYRGAPF	
		Smyrna Main	SMYRGAMA	
	Tucker	Tucker Main	TUKRGAMA	EX
	Roswell	Roswell Main	RSWLGAMA	
	Norcross	Norcross Main	NRCRGAMA	
	Marietta	Marietta Main	MRRTGAMA	
	Dunwoody	Dunwoody Main	DNWDGAMA	
	Alpharetta	Alpharetta Main	ALPRGAMA	
	Columbus	Columbus Main	CLMBGAMT	
KY	Louisville	Armory Place	LSVLKYAP	EX
		Westport Rd	LSVLKYWE	EX
		Beechmont	LSVLKYBE	
		Bardstown Road	LSVLKYBR	EX
		Fern Creek	LSVLKYFC	
		ITown	LSVLKYJT	
		Mathews	LSVLKYSM	
		Third Street	LSVLKYTS	
LA	New Orleans	Main	NWORLAMA	
	Baton Rouge	Main	BTRGLAMA	
MS	Hattiesburg	Hattiesburg Main	HTBGMSMA	
	Jackson	Cap Pearl	JCSNMSCP	
	Vicksburg	Vicksburg	VCBGMSMA	
NC	Cary	Central	NARYNCCE	
	Chapel Hill	Rosemary	CPHLNCRO	
	Charlotte	Caldwell	CHRLNCCA	
		South Boulevard	CHRLNCB0	

	Denta	CHRLNCDE	
	Erwin	CHRLNCER	
	Lake Point	CHRLNCLP	
	Reid	CHRLNCRE	EX
	Sharon Amity	CHRLNCSH	
	University	CHRLNCUN	EX
Greensboro	Eugene St	GNBONCEU	
Raleigh	Morgan	RLGHNCMO	
	New Hope	RLGHNCHO	
Salisbury	Main	SLBRNCMA	
Winston Salem	Fifth Street	WNSLNCFI	
Ashville	O'Henry	AHVLNCOH	
SC	Charleston	Dial & Toll	CHTNSCDT
	Columbia	Senate St	CLMASCSN
		At Andrews	CLMASCSA
	Greenville	D&T	GNVLSCDT
		Woodruff Road	GNVLSCWR
	Spartenburg	Main	SPBGSCMA
TN	Knoxvill	Main	KNVLTNMA
	Memphis	Bartlett	MMPHTNBA
		Chuckasaw	MMPHTNCT
		Eastland	MMPHTNEL
		Germantown	MMPHTNGT
		Main	MMPHTNMA
		Oakville	MMPHTNOA
		Southland	MMPHTNSL
	Nashville	Main & Toll	NSVLTNMT
		Airport	NSVLTNAP
		Brentwood	NSVLTNBW
		Cneve Hall	NSVLTNCH
		Donelson	NSVLTNDO
		Inglewood	NSVLTNIN
		Sharondale	NSVLTNST
		University	NSVLTNUN

Exhibit "B"

**BellSouth Application Response for Physical Collocation Including
Service Interconnection (SI) and Expanded Interconnection Service,
Project Reference ATLNGACS.TPM.06 (March 18, 1998)**

and

**BellSouth Application Response for Physical Collocation Including
Service Interconnection (SI) and Expanded Interconnection Service,
Project Reference DNWDGAMA.TPM.06 (March 18, 1998)**

1088 3/11

**BellSouth Application Response for Physical Collocation
Including Service Interconnection (SI) and Expanded Interconnection Service (EIS)**

In accordance with the Telecommunications Act of 1996, Section 251 (c) (6), BellSouth submits the following information to Gina Calabria, this information is in response to the Teleport Communications Group (TPM) application for Physical Collocation at the BellSouth location ATLNGACS Your project Reference Number is ATLNGACS.TPM.06

To place a Bona Fide Firm Order, for the Physical Collocation application submitted, please provide to your BellSouth Collocation Coordinator, Nancy Nelson, the following items:

1. Pre -- payment of the applicable fees identified within this response document and in accordance with your signed BellSouth Physical Collocation Master Agreement.

2. Submit a finalized, comprehensive Bona Fide Application and Firm Order Document (BSTEI-1-P current issue 12.19.97) detailing the specific Firm Order requirements of this arrangement. Include on the Firm Order any revisions negotiated with BellSouth and provide any supporting technical documents.

The Firm Order (BSTEI-1-P) package should include, but not be limited to, a finalized detailed cable and equipment inventory list, associated engineering and network drawings and the quantity of cross connections requirement (DS0, DS1 and DS3).

Identification of the selected BellSouth Certified Installation and Engineering Vendor is also necessary. The current BellSouth Certified Vendor lists for equipment installation and engineering are available upon request. Please verify the chosen vendor for this project is available for selection at this time, indicate who will perform your installation and engineering.

If network cable entrance facilities are coming to this location indicate on the Firm Order* the number of actual cables planned and if single cable entry or multiple cable entry is necessary. The cable installation fee is paid for each cable installation and prepaid when submitting the Bona Fide Firm Order*.

You shall have thirty (30) days from the issuance of this response information to place a firm order*. This Physical Application expires on April 15, 1998 a Firm Order* for this application is not acceptable after this date. You would need to reapply to proceed with an arrangement at this location with a new application (BSTEI-1-P), including the payment of a new application fee. BellSouth will then evaluate the new application based on the then current business conditions at the location.

Send a Bona Fide Firm Order* and Prepayment(s) package to:

BellSouth Interconnection Services
Nancy K. Nelson, Collocation Manager
South Building -- S7C1
3535 Colonnade Parkway
Birmingham, Alabama 35243

Prepayment Checks Make Payable to: BellSouth

To proceed to perform any work or to deliver equipment or cable within a wire center it is necessary to have an insurance certificate as proof of insurance a minimum of ten days prior to the start to BellSouth. Proof is sent to: Mrs. Billie Bridges, 1635 Cheswood Circle, Hoover, Birmingham, Alabama 35244. An annual notification for proof of insurance to BellSouth is necessary. Normally the insurance company will make this notification for you upon your request.

* An executed BellSouth Physical Collocation Master Agreement, including rates, terms and conditions for Physical Collocation is a requirement for considering a Firm Order to be acceptable and Bona Fide.

Please direct questions to: Nancy K. Nelson, Physical Collocation Manager
Office 205.977.1136 FAX 205.977.0037 Internet -- Nancy.Nelson1@bridge.bellsouth.com

**BellSouth Application Response for Physical Collocation
Including Service Interconnection (SI) and Expanded Interconnection Service (EIS)**

In accordance with the Telecommunications Act of 1996, Section 251 (c) (6), BellSouth submits the following information to Gina Calabria. In response to Teleport Communications Group (TPM) application for Physical Collocation into the BellSouth location ATLNGACS.TPM.06

A Reference Number of ATLNGACS.TPM.06 applies to this application. Please use this reference number when referring to this arrangement as this number remains with the arrangement implemented.

BellSouth intervals for Space Preparation, Enclosure Construction (as applicable) and critical dates require negotiation among the applicant, BellSouth and the chosen BellSouth Certified Vendor during the first joint Coordination Meeting held. BellSouth intervals do not include unusual intervals for attaining local government permits or collocators initiated changes to the original firm order configuration of the installation. A collocator may proceed with equipment installation once space and enclosure are complete, proof of insurance is provided and the Certified Vendor supplies a Method Of Procedure (MOP).

SPECIFIC TO THIS REQUESTS:

This response is for: **Physical Collocation**

1. Your Interdepartmental Coordinator for this location is: R. (Ron) L. Hunt @ 770.391.2161
2. Outside Plant contact for access to the BellSouth manhole is: Greg Cowart @ 770.492.1665
3. Plant Construction Supervisor (PCS) for Master Contractor contact: Frank Pendleton @ 404.653.1727
4. Master Contractor AnSCO & Associates
5. Were multiple cable entrances a request? Yes
6. Are multiple Cable entrances available? Yes
7. Entrance manhole: Manhole 1. 70 Courtland St. MH# - Z1 2. N/A 70 Courtland St. MH# - Z2
8. Estimate of the cable distance from an interconnection point to the CO vault or the CO entrance facility. Manhole 1. 76 Feet Manhole 2. N/A Feet
9. A. Estimate of connectorized, fire retardant, Riser Cable Length: 250 Feet
B. Estimate of cable distance to existing Collocation Arrangement: N/A
10. Estimate of additional engineering hours to be billed: 83 Hours estimated
- 11A. Non-enclosed Floor Space available: N/A Square Feet
B. Enclosed Floor Space available: See Special Comments
12. Power billing elements identified at completion of the project by the power installation vendor.
13. Cable support structure utilization depends on actual number of cable installations.
14. *Rack Height requirement: Seven (7) Feet, Rack width: Twelve (12) inches, Location in CO: FIRST Floor
15. Cable length between POT Bay and BellSouth equipment: DSO-DF: 225 Feet; DSX-1 250 Feet; DSX-3: 368 Feet; LGX: 200 Feet
16. Central Office Manager or Representative: Robert (Bobby) Hutchinson @ 404.614.4850
17. Environment: Separate Entrance Access: Lobby entry with guard Escort Required: No Rest Room Access: Yes with an escort Parking on site: No, parking is off street
18. Estimate of Space Preparation Cost: See Special Comments
19. This application will expire April 15, 1998

* An equipment installation must adhere to the BellSouth Central Office height and depth requirements.

Note 1: A Bona Fide Firm Order requires the prepayment of the following fees: Cable installation fee, per cable installation. Fifty percent (50%) of an Enclosure Construction fee and of the Space Preparation cost estimate. BellSouth must have proof of insurance and a Method of Procedure (MOP) prior to the start of work.

Note 2: Some information within this response are estimates of the physical collocation application work requirements. Actual costs or intervals may differ from the estimate shown and are dependent upon the ultimate work done. Final project cost calculations follow the project's completion.

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**BellSouth Application Response for Physical Collocation
Including Service Interconnection (SI) and Expanded Interconnection Service (EIS)**

Special Comments: ATLNGACS.TPM.06

1. An enclosed space of *two hundred* (200) square feet is available for a Physical Collocation arrangement installation at the **ATLNGACS** wire center. Please plan to post emergency contact names and telephone numbers to the exterior of a physical space enclosure or attach directly to the racking of a non-enclosed physical arrangement. *From time to time BellSouth may require access to space occupied by collocator. BellSouth retains the right to access such space for the purpose of making equipment and building modifications, e.g., running, altering or removing racking; ducts; electrical wiring; HVAC; and cables. BellSouth will give reasonable notice to collocator when access to collocation space is required and collocator may elect to be present whenever BellSouth performs work in the collocation space. It is agreed that collocator will not bear any of the expense associated with this work*
2. The Space Preparation cost estimate is \$ 92,690.00. The Space Enclosure Construction cost is per your agreement \$4,500.00 per one hundred square feet \$9,000.00 for two hundred square feet. The estimate preparation interval for space acceptance is **One Hundred and twenty** (120) days following the coordination team meeting. An estimated preparation and construction interval takes into consideration average build outs, but cannot predict what the actual interval is for the attainment of local government permits or collocator initiated changes to the original firm order configuration of the installation.
3. The finalized actual costs may differ from any cost estimates provided as they are dependent on the actual work performed or terms within your agreement. The actual costs are provided following the project work completion. Prepay fifty percent (50%) of the Space Preparation of \$ 92,690.00. Prepay fifty percent (50%) of the Space Enclosure construction cost of \$9,000.00. Information in this response are cost estimates based on the application information and subject to the terms, conditions and rates within your agreement.
4. Should you decide to move forward with placing a Bona Fide Firm Order a joint Interdepartmental Coordination Meeting is held for the purpose of establishing the critical project implementation dates. At this meeting it is suggested having your collocation coordinator and the chosen BellSouth Certified Vendor present to provide input into the setting of critical dates.
5. BellSouth provides the appropriate quantity of Point Of Termination (POT) Bays based on the wiring requirements found in the BSTEI-1-P form of the Bona Fide Firm Order. BellSouth does not provide wiring which exceeds the capacity of the equipment installation.
6. BellSouth normally brings overhead cable racking up to an enclosure space. Then a collocator will provide the necessary overhead cable racking within the enclosure space. If the physical collocation arrangement is within the space known as the "common physical collocation space" or the installation is without an enclosure then BellSouth will control the overhead racking placement and provide overhead racking for use by the collocator.
7. You shall have thirty (30) days from issuance of this response information to place a firm order. **This Physical Application expires on April 15, 1998** Firm Order for this application is not acceptable after this date. You will need to reapply to proceed with an arrangement at this location with a new application (BSTEI-1-P), including payment of an application fee. BellSouth will then evaluate the new application based on the then current business conditions at the location.
8. To proceed to perform any work or to deliver equipment or cable within a wire center it is necessary to have an insurance certificate as proof of insurance a minimum of ten days prior to the start to BellSouth. Proof is sent to: Mrs. Billie Bridges, 1635 Cheswood Circle, Hoover, Alabama 35244. An annual notification for proof of insurance to BellSouth is necessary. Normally the insurance company will make this notification for you upon your request. Access to the wire center requires proper, picture identification at all times. Access will be denied to anyone without proper identification, even if individual is known.

Please direct questions to: Nancy K. Nelson, Physical Collocation Manager
Office 205.977.1136 FAX 205.977.0037 Internet — Nancy.Nelson1@bridge.bellsouth.com

**BellSouth Application Response for Physical Collocation
Including Service Interconnection (SI) and Expanded Interconnection Service (EIS)**

9. Cost Summary for ATLNGACS.TPM.06

<u>Line Item</u>	<u>Total</u>
1. Space Construction	\$ 9,000.00*

*Per your agreement this fixed rate includes material and enclosure construction in increments of one hundred square feet at \$4,500.00 each.

2. Cable Installation	\$ 5,500.00 *
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*Per your agreement the fixed installation rate applies per entrance cable at \$2,750.00 per cable.

3. Space Preparation	\$ 92,690.00*
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*Per your agreement this includes your prorated cost estimates for demolition, wall construction, lighting, electromechanical, floor treatment, A&E fees, HVAC, ingress/egress, OSHA compliance, local code compliance, cable support structure, power, grounding plane, etc.

In summary prepayment is necessary in the amount of:

1. Space Construction	\$ 9,000.00 @ 50%	\$ 4,500.00
2. Cable Installation	\$ 2,750.00 per cable, two cables =	\$ 5,500.00
3. Space Preparation	\$ 92,690.00 @ 50%	\$45,345.00
Total prepayment due at time of Firm Order		\$55,345.00

Per your agreement a true-up of cost estimates will follow the completion of the implementation project.
April 15, 1998 is this application's expiration date

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**BellSouth Application Response for Physical Collocation
Including Service Interconnection (SI) and Expanded Interconnection Service (EIS)**

In accordance with the Telecommunications Act of 1996, Section 251 (c) (6), BellSouth submits the following information to Gina Calabria, this information is in response to the Teleport Communications Group (TPM) application for Physical Collocation at the BellSouth location DNWDGAMA. Your project Reference Number is DNWDGAMA.TPM.06

To place a Bona Fide Firm Order, for the Physical Collocation application submitted, please provide to your BellSouth Collocation Coordinator, Nancy Nelson, the following items:

1. Pre -- payment of the applicable fees identified within this response document and in accordance with your signed BellSouth Physical Collocation Master Agreement.
2. Submit a finalized, comprehensive Bona Fide Application and Firm Order Document (BSTEI-1-P current issue 12.19.97) detailing the specific Firm Order requirements of this arrangement. Include on the Firm Order any revisions negotiated with BellSouth and provide any supporting technical documents.

The Firm Order (BSTEI-1-P) package should include, but not be limited to, a finalized detailed cable and equipment inventory list, associated engineering and network drawings and the quantity of cross connections requirement (DS0, DS1 and DS3). Identification of the selected BellSouth Certified Installation and Engineering Vendor is also necessary. The current BellSouth Certified Vendor lists for equipment installation and engineering are available upon request. Please verify the chosen vendor for this project is available for selection at this time, indicate who will perform your installation and engineering.

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